



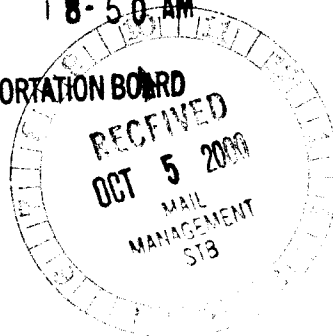
First Union Rail Corporation
NC5811
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

RECORDATION NO. 22778-A FILED

VIA UPS NEXT DAY AIR

October 4, 2000

OCT 06 '00 18-50 AM
SURFACE TRANSPORTATION BOARD



Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated April 10, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement that was duly filed with the Commission under Recordation number 22778 on February 17, 2000.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Grain Processing Corporation
1600 Oregon Street
Muscatine, IA 52761-1494

A description of the railroad equipment covered by the enclosed document is twenty (20) 5150/5250 cubic foot covered hopper cars with car numbers NOKL 841601 - 841671, non-inclusive.


A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Grain Processing Corporation, Lessee, covering 20 5150/5250 cubic foot covered hopper cars, with car numbers NOKL 841601 - 841671, non-inclusive.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(GRPC003)

OCT 5 12 30 PM '00
RECEIVED
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of April, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Grain Processing Corporation ("Lessee"), an Iowa corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 19, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 3 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 27, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. DombrowskiName: K.A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATIONBy: Richard F. SeymourName: RICHARD F. SEYMOURTitle: Vice President Sales & MarketingExecuted on this 10th day of April, 2000.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of APRIL, 2000.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)

RECORDATION NO. 22778-A FILED

OCT 06 '00 1 8-50 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

GRAIN PROCESSING CORPORATION

By: Robert J. Willis

Name: _____

Title: V.P. Transportation

ATTEST:

By: Wally Hays

Name: _____

Title: Mgr Rail + Barge ops Executed on this 23rd day of March, 2000.

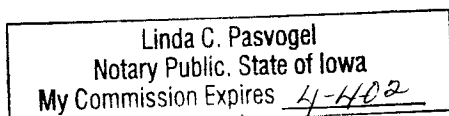
[CORPORATE SEAL]

STATE OF Iowa

COUNTY OF Muscatine

I, Linda C. Pasvogel, a Notary Public of the
County and State aforesaid, certify that Robert J. Willis personally
appeared before me this day and acknowledged his due execution of the foregoing
Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of March, 2000.



Linda C. Pasvogel
Notary Public

Commission Expires:

4-14-02
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 5150/5250 cu. ft. Covered Hoppers, equipped with gravity outlets and trough hatches

CAR NUMBERS:

NOKL 841601	NOKL 841636
NOKL 841614	NOKL 841639
NOKL 841615	NOKL 841643
NOKL 841616	NOKL 841655
NOKL 841621	NOKL 841658
NOKL 841622	NOKL 841659
NOKL 841623	NOKL 841661
NOKL 841626	NOKL 841663
NOKL 841627	NOKL 841664
NOKL 841635	NOKL 841671
	Count: 20